

L10000050074

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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04/02/10--01030--005 **150.00

SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 10 AM 8:40

T. HAMPTON
MAY 11 2010
EXAMINER

88597-0107

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Florida Retail Specialists, LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Robert A. Kaplus
(Contact Person)

(Firm/Company)

2345 West Sand Lake Road, Suite 100
(Address)

Orlando, Florida 32809
(City, State and Zip Code)

bobby@realpropertyspecialists.com
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Keith C. Durkin at (407) 839-4289
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



BANK OF AMERICA CENTER
390 NORTH ORANGE AVENUE
SUITE 1400
ORLANDO, FL 32801
TELEPHONE: 407.839.4200
FACSIMILE: 407.425.8377
WWW.BROADANDCASSEL.COM

KEITH DURKIN
DIRECT LINE: 407.839.4289
DIRECT FACSIMILE: 407.246.5614
EMAIL: KDURKIN@BROADANDCASSEL.COM

May 5, 2010

PERSONAL AND CONFIDENTIAL

VIA U.S. MAIL

Ms. Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section
Department of Corporations
Corporate Filings
PO Box 6327
Tallahassee, Florida 32314

Re: Conversion of Florida Retail Specialists, LLC / Ref. Num. W10000016588

Dear Ms. Hampton:

I hope this letter finds you doing well. Please find enclosed the requested corrected documents for the conversion of Florida Retail Specialists from a corporation to a limited liability company.

If you have any questions or comments, please do not hesitate to contact me. Best regards.

Sincerely,

BROAD AND CASSEL

A handwritten signature in black ink, appearing to read 'Keith Durkin'.

Keith Durkin

kcd
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

10 MAY 10 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 5, 2010

ROBERT A KAPLUS
2345 W SAND LAKE RD
STE 100
ORLANDO, FL 32809

SUBJECT: FLORIDA RETAIL SPECIALISTS, LLC
Ref. Number: W10000016588

We have received your document for FLORIDA RETAIL SPECIALISTS, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 010A00008269

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:
Florida Retail Specialists, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation.
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on 01/08/1999.
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

Florida

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

Florida Retail Specialists, LLC
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

RECEIVED
DIVISION OF CORPORATIONS
10 May 10 AM 8:43

Signed this 4th day of March 2010

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: [Signature]
Printed Name: Robert A. Kaplus Title: Authorized Representative

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: [Signature]
Printed Name: Robert A. Kaplus Title: Director

Signature: [Signature]
Printed Name: Alan C. Charron Title: Director

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Florida Retail Specialists, LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

2345 West Sand Lake Road, Suite 100
Orlando, Florida 32809

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Alan C. Charron

Name

2345 West Sand Lake Road

Florida street address (P.O. Box **NOT** acceptable)

Orlando

FL 32809

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

SECRETARY OF STATE
DIVISION OF CORPORATIONS

10 May 10 AM 8:48

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

Alan C. Charron

6700 Conroy Road, Suite 230

Orlando, Florida 32835

MGR

Robert A. Kaplus

6700 Conroy Road, Suite 230

Orlando, Florida 32835

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____

(OPTIONAL)

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Robert A. Kaplus, Authorized Representative

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

10 May 10 AM 8:43
SECRETARY OF STATE
DIVISION OF CORPORATIONS